

N 99000006702



ACCOUNT NO. : 072100000032

REFERENCE : 480797 4312787

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 70

ORDER DATE : November 12, 1999

ORDER TIME : 4:34 PM

ORDER NO. : 480797-005

CUSTOMER NO: 4312787

CUSTOMER: H. James Catlin, Jr, Esq
CATLIN SAXON TUTTLE AND EVANS,
CATLIN SAXON TUTTLE AND EVANS,
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 15 AM 10:05

DOMESTIC FILING

NAME: NMBPD - TOUR DE FORCE, INC.

EFFECTIVE DATE: 700003043657--W

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY (200 pages)
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
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DIVISION OF CORPORATIONS

99 NOV 15 AM 10: 05

**ARTICLES OF INCORPORATION
OF
NMBPD – TOUR de FORCE, INC.
A Corporation Not-For-Profit**

We, the undersigned incorporators, do hereby associate ourselves together to form a Corporation Not-For-Profit pursuant to the laws of the State of Florida, including but not limited to Chapter 617, Florida Statutes.

ARTICLE I. NAME

The name of this corporation shall be:

NMBPD – TOUR de FORCE, INC.

and its initial principal office shall be located at:

16901 NE 19th Avenue
North Miami Beach, Florida, 33162
Attention: Detective Michael DeMarcus.

ARTICLE II. PURPOSES

The corporation is organized and shall be operated exclusively for charitable and educational purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of the United States.

The purposes of the corporation shall be, to encourage, aid, enrich, foster, support and promote charitable causes and educational programs selected and approved by the Board of Directors; and in connection therewith, to receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real, personal or intangible properties, and to hold, improve, operate, manage, lease, convey, invest, dispose of by gift, sale, lease or otherwise and transfer any and all of such properties in any lawful manner for the furtherance of its purposes herein

stated, and to do and perform generally all acts reasonably incident to such purposes and objectives.

No part of the revenues or assets of the corporation shall inure to the benefit or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of the United States or the corresponding provisions of any subsequently enacted provisions of the Internal Revenue Code.

ARTICLE III. MEMBERSHIP

The membership of the corporation shall consist of the Board of Directors of the corporation and their successors in office, and such other individuals as may be elected to membership by the Board of Directors of the corporation.

ARTICLE IV. BOARD OF DIRECTORS

a) The business of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than thirty-three (33) members. A quorum to conduct a meeting of the Board of Directors and for the transaction of any business shall consist of a majority of the members thereof.

b) Within the limitations established in paragraph a) above, the number of members of the Board of Directors, from time to time, shall be as designated in the by-laws of the corporation.

ARTICLE V. INITIAL BOARD OF DIRECTORS

Until the members elect directors and same have been duly qualified, the business of the corporation shall be managed by an initial Board of Directors consisting of:

Detective Michael DeMarcus
City of North Miami Beach Police Dept.
16901 NE 19th Avenue
North Miami Beach, Florida 33138

Officer Kim Bowerman
City of Sunny Isles Police Dept.
17070 Collins Avenue, #255
Sunny Isles, FL 33160

Officer Cliff Vickers
City of Miami Shores Police Dept.
10050 NE 2nd Avenue
Miami Shores, Florida 33138

Officer Michael Pons
City of North Miami Beach Police Dept.
16901 NE 19th Avenue
North Miami Beach, Florida 33138

Officer Denise Love
City of North Miami Beach Police Dept.
16901 NE 19th Avenue
North Miami Beach, Florida 33138

Sergeant Chuck McDonald
City of North Miami Beach Police Dept.
16901 NE 19th Avenue
North Miami Beach, Florida 33138

Officer Craig Catlin
City of North Miami Beach Police Dept.
16901 NE 19th Avenue
North Miami Beach, Florida 33138

Lieutenant Brad Sutherland
Medley Police Department
7331 NW 74th Street
Medley, FL 33166

Officer Bob Snow
City of Miami Police Dept.
400 NW 2nd Avenue
Miami, Florida 33101

ARTICLE VI. ELECTION AND/OR REMOVAL OF DIRECTORS AND MEMBERS

The election and/or removal of the Board of Directors and Members of the Corporation shall be in the manner prescribed by the By-laws.

ARTICLE VII. ACTION BY UNANIMOUS CONSENT

The Board of Directors, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant

to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE VIII. OFFICERS

The officers of the corporation who shall be the executive to handle the affairs of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such officers as may be provided in the by-laws of the corporation, all of whom shall be elected by the Board of Directors of the corporation at its annual meeting; provided, however, that in the event of the death, resignation, retirement, or removal of one or more officers during their term of office, successors in such offices may be elected by the Board of Directors of the corporation at any regular meeting or special meeting called for that purpose.

ARTICLE IX. INITIAL OFFICERS

Until the Board of Directors elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

- President : Detective Michael DeMarcus
City of North Miami Beach Police Dept.
16901 NE 19th Avenue
North Miami Beach, Florida 33138

- Vice President : Officer Cliff Vickers
City of Miami Shores Police Dept.
10050 NE 2nd Avenue
Miami Shores, Florida 33138

- Secretary/Treas.: Officer Denise Love
City of North Miami Beach Police Dept.
16901 NE 19th Avenue
Miami, Florida 33138

ARTICLE X. TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual unless and until the corporation shall be dissolved in accordance with law.

ARTICLE XI. BY-LAWS

The By-laws of the Corporation may be made, amended or rescinded in any manner permitted by the By-laws.

ARTICLE XII. DISSOLUTION

The Board of Directors of the corporation, by two-thirds vote of all of the directors, may dissolve the corporation.

ARTICLE XIII. DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the corporation, all of its assets and properties then on hand, if any, and after payment of all debts and obligations of the corporation, shall be distributed to a charity selected by the Board of Directors.

ARTICLE IV. INDEMNIFICATION

The corporation shall indemnify any director made a party to any action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a director of or an officer of the corporation, or a trustee or director or officer of any other corporation which he serves as such at the request of the corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him at trial or in connection with an appeal therein, except in relation to matters as to which such director may be adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

The corporation shall indemnify any director made a party to any action, suit or proceeding other than on by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such director for an act alleged to have been committed by such director in his capacity as director or as an officer of the corporation, or in the capacity of a trustee, director or officer of any other corporation which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including, but not limited to, attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolle contendere shall not in itself create a presumption that any director did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable ground for belief that such action was unlawful.

ARTICLE XV. INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered office of this corporation are:

H. James Catlin, Jr.
1700 Alfred I. duPont Building
169 E. Flagler Street
Miami, FL 33131

ARTICLE XVI. INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Detective Michael DeMarcus
City of North Miami Beach Police Dept.
16901 NE 19th Avenue
North Miami Beach, Florida 33138

Officer Kim Bowerman
City of Sunny Isles Police Dept.
17070 Collins Avenue, #255
Sunny Isles, FL 33160

Officer Cliff Vickers
City of Miami Shores Police Dept.
10050 NE 2nd Avenue
Miami Shores, Florida 33138

Officer Michael Pons
City of North Miami Beach Police Dept.
16901 NE 19th Avenue
North Miami Beach, Florida 33138

Officer Denise Love
City of North Miami Police Dept.
400 NW 2nd Avenue
Miami, Florida 33101

Sergeant Chuck McDonald
City of North Miami Beach Police Dept.
16901 NE 19th Avenue
North Miami Beach, Florida 33138

Officer Craig Catlin
City of North Miami Beach Police Dept.
16901 NE 19th Avenue
North Miami Beach, Florida 33138

Lieutenant Brad Sutherland
Medley Police Department
7331 NW 74th Street
Medley, FL 33166

Officer Bob Snow
City of Miami Police Dept.
400 NW 2nd Avenue
Miami, Florida 33101

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 29 day of

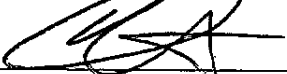
October, 1999.



Detective Michael DeMarcus



Officer Cliff Vickers



Officer Craig Catlin



Officer Denise Love



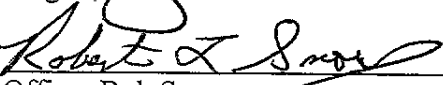
Officer Kim Bowerman



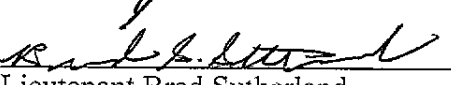
Sergeant Chuck McDonald



Officer Michael Pons



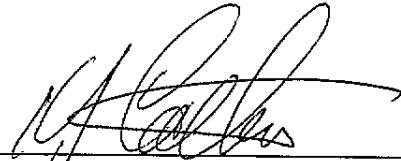
Officer Bob Snow



Lieutenant Brad Sutherland

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XV of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.



H. JAMES CATLIN, JR.
Registered Agent

FILED
SECRETARY OF STATE
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99 NOV 15 AM 10:05